



THE FOX THEATRE

October 25, 2012

Joe Patten
c/o The Fox Theatre

Dear Joe,

It is once again time for the Board of Trustees to convene to review the activities of the Fox Theatre over the last few months. The Fox is experiencing some very positive change and Allan is looking forward to sharing these with you. Please mark your calendars for Tuesday November 27th at 4:00 PM. Our meeting will take place in the Grand Salon of the Fox Theatre.

Additionally, many items from our Strategic Plan will be shared, especially the implementation of the governance changes which were approved at our June 2012 meeting. Included with this meeting notification are the following documents which will be presented for approval on November 27, 2012:

- Minutes of the June 6, 2012 meeting
- Proposed Board Resolutions
- Articles of Amendment (Name Change)
- Second Amended & Restated Articles of Incorporation
- Second Amended and Restated Bylaws

There is an attached memo explaining these documents. Please feel free to contact Sheffield Hale or myself should you have further questions.

The November meeting will be followed by dinner to which each Board member may invite a guest, provided that the guest is accompanied by the Board member. Should you have to cancel your dinner reservation please notify Shelly as soon as possible so she can adjust the count and save expenses for the theatre. Your consideration of these details is appreciated as you make plans for the November meeting.

The schedule for Tuesday November 27th is as follows:

4:00 PM	Board of Trustees Meeting	Grand Salon
6:00 PM	Cocktails / Dinner	Egyptian Ballroom

It is my sincere hope that you will be able to join us on November 27, 2012. Please use the enclosed form to RSVP or simply email Shelly at shelly@foxtheatre.org or contact by telephone at 404-881-2054.

Sincerely,

Woody White, President
Atlanta Landmarks, Inc.



THE FOX THEATRE

Atlanta Landmarks, Inc.
660 Peachtree Street NE
Atlanta, Georgia 30308

October 25, 2012

TO: Joe Patten
Member of the Board of Trustees of Atlanta Landmarks, Inc.

FR: Sheffield Hale, Co-Chairman of the Governance Committee of Atlanta Landmarks, Inc.

Dear Joe:

On June 6, 2012, the Board of Trustees of Atlanta Landmarks, Inc. (the "Company") approved a strategic plan to modernize and reorganize the Company's corporate governance structure. Through discussions with the Company's trustees, McKinsey & Company, a management consulting firm, and Alston & Bird LLP, the Company's outside counsel, the Executive Committee has proposed a series of changes for approval at the November 27, 2012 meeting of the board of trustees in order to implement the strategic plan. In connection with these changes, I have enclosed materials for your review in advance of the meeting. A brief description of the materials is set forth below:

1. **Proposed Board Resolutions.** These proposed resolutions outline all of the actions proposed to be taken at the meeting, including the adoption of each of the documents described below, the establishment of a 16-member board of directors, the designation of the directors and their staggered terms, the designation of the Emeritus Directors and the modification of the titles of certain officers.
2. **Articles of Amendment to the Amended and Restated Articles of Incorporation.** If approved by the board, this amendment to the Company's articles of incorporation will be filed with the Secretary of State of Georgia in order to change the name of the Company to "Fox Theatre, Inc."
3. **Second Amended and Restated Articles of Incorporation.** Once the name of the Company has been changed and if approved by the board, this amendment and restatement of the Company's articles of incorporation will be filed with the Secretary of State of Georgia in order to reflect the new name of the Company and modernize the Company's governance provisions.
4. **Second Amended and Restated Bylaws.** If approved by the board, these amended and restated bylaws will, among other things, modernize the Company's governance provisions, reduce the maximum size of the board from 30 to 20, provide for staggered terms for the directors, establish Emeritus Directors, authorize the creation of various committees and modify the titles and responsibilities of certain officers.

Should you have any questions or comments, please do not hesitate to contact me at (404) 814 4020. I look forward to seeing you on November 27th.

Sincerely,

Sheffield Hale

Enclosures

**PROPOSED RESOLUTIONS OF THE
BOARD OF TRUSTEES OF
ATLANTA LANDMARKS, INC.
NOVEMBER 27, 2012**

I. AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, the Board of Trustees (the "Board") of Atlanta Landmarks, Inc. (the "Company") has determined that it is advisable and in the best interests of the Company to amend the Amended and Restated Articles of Incorporation of the Company (the "Articles"), as set forth in the form of Articles of Amendment (the "Amendment") attached hereto as Exhibit A, which has been delivered previously to the trustees and reviewed by them, in order to change the legal name of the Company to "Fox Theatre, Inc."

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Article 13 of the Articles and Section 14-3-1002 of the Georgia Nonprofit Corporation Code (the "Code"), the Board hereby authorizes, approves and, subject to proper filing with the Secretary of State of Georgia, adopts the Amendment, changing the legal name of the Company to "Fox Theatre, Inc."; and

FURTHER RESOLVED, that the officers of the Company hereby are, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute the Amendment and to take all actions necessary for the proper filing thereof with Secretary of State of Georgia and to take such other action and execute such other documents as may be necessary or appropriate to implement the Amendment.

II. AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company to amend and restate the Articles, as amended, as set forth in the form of Second Amended and Restated Articles attached hereto as Exhibit B (the "Second Amended and Restated Articles"), which has been delivered previously to the trustees and reviewed by them, in order to, among other things, reorganize the Company's corporate governance structure.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Article 13 of the Articles and Section 14-3-1002 of the Code, the Board hereby authorizes, approves and, subject to proper filing with the Secretary of State of Georgia, adopts the Second Amended and Restated Articles; and

FURTHER RESOLVED, that the officers of the Company hereby are, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute the Second Amended and Restated Articles and to take all actions necessary for the proper filing thereof with the Secretary of State of Georgia and to take such other action and execute such other documents as may be necessary or appropriate to implement the Second Amended and Restated Articles.

III. AMENDMENT AND RESTATEMENT OF BYLAWS

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company to amend and restate the Amended and Restated Bylaws (the "First Amended and Restated Bylaws"), which were adopted by the Board on November 8, 2000, as set forth in the form of Second Amended and Restated Bylaws of the Company attached hereto as Exhibit C (the "Second Amended and Restated Bylaws"), which has been delivered previously to the directors and reviewed by them, in order to, among other things, reorganize the Company's corporate governance structure.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Article 12 of the First Amended and Restated Bylaws and Section 14-3-1020 of the Code, the Board hereby authorizes, approves and adopts the Second Amended and Restated Bylaws, to become effective upon the proper filing of the Second Amended and Restated Articles with the Secretary of State of Georgia (the "Effective Time").

IV. FIXING THE SIZE OF THE BOARD AND ELECTION OF DIRECTORS

WHEREAS, pursuant to Section 2.2 of the Second Amended and Restated Bylaws, as of the Effective Time, the size of the Board shall be fixed at 16; and

WHEREAS, the Board has determined that it is in the best interests of the Company to divide the members of the Board into three categories, Category I, Category II and Category III, the members of which shall serve terms commencing as of the Effective Time and expiring as of the adjournment of the 2013, 2014 and 2015 annual meetings of the Board, respectively.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Sections 2.2 and 2.3 of the Second Amended and Restated Bylaws, the Board hereby fixes the number of directors at 16, elects the following individuals to serve as Category I, Category II and Category III directors of the Company, as indicated below, commencing as of the Effective Time and until the adjournment of the 2013, 2014 and 2015 annual meetings of the Board, respectively:

Category I Directors with Terms Ending in 2013

- John Busby
- Sheffield Hale
- Jay Myers
- Alan Thomas
- Carolyn Wills

Category II Directors with Terms Ending in 2014

- Renee Dye
- Walt Huntley
- John Holder
- Ed Hutchison
- Craig Jones
- Glen Romm

Category III Directors with Terms Ending in 2015

- Clara Axam
- Robyn Barkin
- Beauchamp Carr
- Keith Cowan
- Edward L. White, Jr.

FURTHER RESOLVED, that each trustee not listed immediately above is hereby removed from the Board, effective as the Effective Time.

V. DESIGNATION OF EMERITUS DIRECTORS

WHEREAS, the Board desires to designate each of the following individuals, who no longer serve as directors pursuant to the foregoing resolution, as an Emeritus Director in recognition of his or her valuable contributions to the Company:

Anne Chambers	Pat Connell	Rodney Cook
Ada Lee Correll	Richard Courts	Jere Drummond
Rick Flinn	Forence Inman	Steve Koonin
Bob Minnear	Starr Moore	Joe Myers
Ed Neiss	Joe Patten	Carl Patton
Sylvia Russell	Herman Russell	Nancy Simms

NOW, THEREFORE, BE IT RESOLVED, that effective as of the Effective Time and pursuant to Section 2.16 of the Second Amended and Restated Bylaws, the Board hereby designates each of the individuals listed above as an Emeritus Director.

VI. ELECTION AND REMOVAL OF OFFICERS

WHEREAS, in connection with the reorganization of the Company's corporate governance structure, the Board has determined that it is advisable and in the best interests of the Company to remove all of the previously elected officers of the Company and elect new officers of the Company; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company to elect and appoint the following qualified and experienced persons as officers of the Company, with each such person to serve in the capacity opposite his or her name, effective as of the Effective Time:

Edward L. White, Jr.	Chairman
Allan C. Vella	President and Chief Executive Officer
Jeff Quesenberry	Vice President and Chief Financial Officer
Adina Erwin	Vice President and General Manager
Shelly Kleppsattel	Secretary

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 3.7 of the Second Amended and Restated Bylaws, the Board hereby removes all of the previously elected officers of the Company, in each case effective as of the Effective Time;

FURTHER RESOLVED, that the Board hereby elects and appoints the individuals listed above to serve as officers of the Company in the capacity set forth opposite their respective names, effective as of the Effective Time, collectively comprising all of the officers of the Company (the "Authorized Officers" and each, an "Authorized Officer"), in each case to serve at the pleasure of the Board until their successors are elected and qualify or their earlier death, resignation, retirement or removal;

FURTHER RESOLVED, that pursuant to Section 4.2 of the Second Amended and Restated Bylaws, each of the Chairman, the Chairman of the Finance Committee, the President and Chief Executive Officer, the Vice President and Chief Financial Officer and the Vice President and General Manager is hereby authorized to execute all contracts, deeds and other instruments on behalf of the Company; and

FURTHER RESOLVED, that the Board hereby authorizes and directs the Company's President and Chief Executive Officer and other persons to whom the President and Chief Executive Officer may

appropriately delegate and supervise his authority, to hire and employ other assistants, agents and employees, for whatever duties, at whatever compensation, and on whatever terms and conditions as such persons may deem necessary or desirable.

VII. GENERAL

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers, employees and agents of the Company as may be necessary or desirable hereby are, and each of them hereby is, authorized to do and perform or to cause to be done and performed all acts and things, including the expenditure of reasonable monies, and to make, execute, deliver and file or to cause to be made, executed, delivered and filed all such documents and instruments in the name or on behalf of the Company or otherwise as such persons may deem necessary, convenient or appropriate in order to carry out fully the purposes and intent of the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any officer, employee or agent of the Company with respect to the foregoing resolutions are hereby approved, ratified and confirmed.

Exhibits:

Exhibit A: Articles of Amendment

Exhibit B: Second Amended and Restated Articles

Exhibit C: Second Amended and Restated Bylaws

**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ATLANTA LANDMARKS, INC.**

Atlanta Landmarks, Inc., a Georgia nonprofit corporation (the "Corporation"), hereby certifies to the Secretary of State of Georgia that:

FIRST: The name of the Corporation is Atlanta Landmarks, Inc.

SECOND: The Amended and Restated Articles of Incorporation of the Corporation (the "Articles") are hereby amended by deleting Article One of the Articles in its entirety and substituting in lieu thereof a new Article One to read as follows:

Name

The name of the Corporation shall be:

Fox Theatre, Inc.

THIRD: The amendment was adopted by the board of trustees of the Corporation at a meeting duly convened and held on November ____, 2012. The Corporation has no members and, therefore, pursuant to O.C.G.A. § 14-3-1002 and Article Twelve of the Articles, member consent was not required.

FOURTH: Except as amended hereby, the rest and remainder of the Articles shall be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of Atlanta Landmarks, Inc. this ____ day of November, 2012.

ATLANTA LANDMARKS, INC.

By: _____
Edward L. White, Jr.
President

**CERTIFICATE OF RESTATEMENT
OF
FOX THEATRE, INC.**

Pursuant to the provisions of Section 14-3-1006 of the Nonprofit Code, Fox Theatre, Inc. (formerly Atlanta Landmarks, Inc.), a Georgia nonprofit corporation (the "Corporation"), certifies as follows:

1. The attached Second Amended and Restated Articles of Incorporation of the Corporation contain amendments to the Amended and Restated Articles of Incorporation of the Corporation that do not require the approval of any person other than the Board of Trustees of the Corporation. The attached Second Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Board of Trustees of the Corporation on November [], 2012.
2. The attached Second Amended and Restated Articles of Incorporation of the Corporation supersede the Amended and Restated Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, Fox Theatre, Inc. has caused this Certificate of Restatement to be signed by a duly authorized officer this ____ day of November, 2012.

FOX THEATRE, INC.

By: _____
Edward L. White, Jr.
Chairman